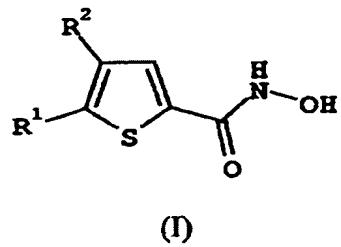


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:**CLAIMS**

1. (Original) A compound of formula (I):



in which

R¹ represents aryl or heteroaryl, each optionally substituted by one or more groups selected from R³, alkylenedioxy, carboxy, cyano, halo, hydroxy, nitro, haloalkyl, haloalkoxy, -C(=O)-R³, -C(O)OR³, -C(=Z)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(=O)-OR³, -NR⁶-C(=O)-NR⁴R⁵, -NR⁶-C(=Z)-R³, -O-C(=O)-NR⁴R⁵, -NR⁶-SO₂-R³, -OR³, -O-C(=O)R³, -SH, -SR³, -SOR³, -SO₂R³ and -SO₂-NR⁴R⁵;

R² represents hydrogen, chloro, cyano, fluoro, alkoxy, alkyl, or haloalkyl;

R³ represents aryl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or R⁷;

R⁴ and R⁵ independently represent a group selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, cycloalkenyl or heterocycloalkyl, wherein said alkyl or

alkenyl are optionally substituted by aryl, heteroaryl, cycloalkyl, cycloalkenyl or heterocycloalkyl; or the group -NR⁴R⁵ may form a cyclic amine;

R⁶ represents hydrogen or lower alkyl;

R⁷ represents alkyl, alkenyl and alkynyl, wherein said alkyl, alkenyl or alkynyl are optionally substituted by one or more groups selected from aryl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl, hydroxy, -C(=Z)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(=Z)-R⁸, -O-C(=O)-NR⁴R⁵, -NR⁶-C(=O)-OR⁸, -NR⁶-C(=O)-NR⁴R⁵, -NR⁶-SO₂-R⁸, -OR⁸, -SOR⁸, SO₂R⁸ and -SO₂-NR⁴R⁵; R⁸ represents alkyl, alkenyl or alkynyl, optionally substituted by one or more groups selected from aryl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl, hydroxy and halogen; or R⁸ represents aryl, heteroaryl, cycloalkyl, cycloalkenyl or heterocycloalkyl; and

Z is O or S,

and corresponding N-oxides, pharmaceutically acceptable salts, solvates and prodrugs of such compounds.

2. (Original) A compound according to claim 1 wherein R¹ is optionally substituted phenyl.

3. (Currently amended) A compound according to claim 1 or 2 wherein R¹ is 4-methoxyphenyl.

4. (Original) A compound according to claim 1 wherein R¹ is selected from optionally substituted monocyclic heteroaryl.

5. (Original) A compound according to claim 1 wherein R¹ is selected from optionally substituted imidazolyl, isoxazolyl, oxadiazolyl, pyrazolyl, pyridinyl, thienyl and pyrimidinyl.

6. (Original) A compound according to claim 1 wherein R¹ is selected from optionally substituted imidazolyl, pyrazolyl, pyridinyl and pyrimidinyl.

7. (Currently amended) A compound according to claim 1, 5 or 6 wherein R¹ is substituted by a haloalkyl group.

8. (Currently amended) A compound according to claim 1, ~~5 or 6~~ wherein R¹ is substituted by an optionally substituted alkyl, alkenyl or alkynyl group.
9. (Currently amended) A compound according to claim 1, ~~5 or 6~~ wherein R¹ is substituted by an optionally substituted alkyl group.
10. (Currently amended) A compound according to claim 8 ~~or 9~~ wherein said alkyl, alkenyl or alkynyl group is substituted by one or more groups selected from optionally substituted aryl, heteroaryl, cycloalkyl, cycloalkenyl and heterocycloalkyl, and from hydroxy, -C(=Z)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(=Z)-R⁸, -O-C(=O)-NR⁴R⁵, -NR⁶-C(=O)-OR⁸, -NR⁶-C(=O)-NR⁴R⁵, -NR⁶-SO₂-R⁸, -OR⁸, -SOR⁸, SO₂R⁸ and -SO₂-NR⁴R⁵.
11. (Currently amended) A compound according to claim 8 ~~or 9~~ wherein said alkyl, alkenyl or alkynyl group is substituted by a group selected from optionally substituted aryl, heteroaryl and heterocycloalkyl, and from -C(O)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(O)-R⁸, -NR⁶-SO₂-R⁸, -OR⁸ and -SO₂-NR⁴R⁵.
12. (Currently amended) A compound according to claim 8 ~~or 9~~ wherein said alkyl, alkenyl or alkynyl group is substituted by optionally substituted aryl and heteroaryl.
13. (Currently amended) A compound according to claim 1 ~~or claim 10~~ wherein Z is O.
14. (Currently amended) A compound according to claim 5 ~~or 6~~ wherein R¹ is substituted by a group X wherein X is selected from the group consisting of optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocycloalkyl, -C(O)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(O)-R⁸, -NR⁶-SO₂-R⁸, -OR⁸, -SO₂-NR⁴R⁵ and alkyl substituted by a group selected from optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocycloalkyl, -C(O)-NR⁴R⁵, -NR⁴R⁵, -NR⁶-C(O)-R⁸, -NR⁶-SO₂-R⁸, -OR⁸ and -SO₂-NR⁴R⁵.

15. (Original) A compound according to claim 14 wherein X is selected from:

-(CH₂)_nCONR⁴(CH₂)_mAr,

-(CH₂)_nSO₂NR⁴(CH₂)_mAr

-(CH₂)_nNR⁶CO(CH₂)_mAr,

-(CH₂)_nNR⁶SO₂(CH₂)_mAr,

-(CH₂)_nNR⁴(CH₂)_mAr,

-(CH₂)_nO(CH₂)_mAr, and

-(CH₂)_nAr;

wherein Ar is optionally substituted aryl, heteroaryl or heterocycloalkyl;

n is 0, 1, 2 or 3; and

m is 0, 1, 2, 3 or 4.

16. (Currently amended) A compound according to claim 1 ~~any preceding claim~~ wherein said R⁴ and R⁶ groups are independently selected from hydrogen; and/or wherein said R⁵ and R⁸ groups are independently selected from optionally substituted aryl, heteroaryl and heterocycloalkyl, and from alkyl substituted by optionally substituted aryl, heteroaryl or heterocycloalkyl.

17. (Currently amended) A compound according to claim 10 ~~any of claims 10 to 16~~ wherein the substituent(s) on said optionally substituted aryl, heteroaryl and heterocycloalkyl groups are selected from halogen, CF₃, OCF₃, alkyl, acylamino, arylalkyl, aryloxy, aryl, cyclic amino, heteroaryl, alkylenedioxy and aminosulphonyl.

18. (Currently amended) A compound according to claim 10 ~~any of claims 10 to 16~~ wherein said optionally substituted aryl is selected from phenyl; said optionally substituted heteroaryl is selected from quinolinyl, isoquinolinyl, pyridyl, oxadiazolyl, thiadiazolyl,

imidazolyl, indolyl, indazolyl, pyrrolyl and benzofuranyl; and said optionally substituted heterocycloalkyl is selected from either (i) an optionally substituted saturated multicyclic heterocarbocyclic moiety in which an aryl or heteroaryl ring and a heterocycloalkyl group are fused together to form a cyclic structure, or (ii) piperazinyl substituted on nitrogen by aryl, arylalkyl, heteroarylalkyl or heteroaryl.

19. (Currently amended) A compound according to claim 5 or 6 wherein R¹ is selected from 1-(2-phenylethyl)-1*H*-pyrazol-3-yl, 1-benzyl-1*H*-pyrazol-3-yl, 4-trifluoromethyl-1*H*-imidazol-2-yl, pyridin-2-yl, 5-trifluoromethyl-1*H*-pyrazol-3-yl, 1-methyl-1*H*-pyrazol-3-yl, 2-methyl-2*H*-pyrazol-3-yl, 1-methyl-5-trifluoromethyl-1*H*-pyrazol-3-yl, 2-methyl-5-trifluoromethyl-2*H*-pyrazol-3-yl, 1*H*-pyrazol-3-yl, pyridin-4-yl, 5-trifluoromethylisoxazol-3-yl, 3-methyl[1,2,4]oxadiazol-5-yl, or thiophene-2-yl.

20. (Currently amended) A compound according to claim 1 ~~any preceding claim~~ wherein R² is hydrogen.

21. (Currently amended) A compound according to claim 1 ~~any preceding claim~~ wherein R³ and R⁸ are independently selected from alkyl.

22. (Currently amended) A compound according to claim 1 ~~any preceding claim~~ wherein R³ and R⁸ are independently selected from methyl and ethyl.

23. (Currently amended) A compound according to claim 1 ~~any preceding claim~~ wherein R⁴ and R⁵ are independently selected from hydrogen, alkyl, arylalkyl and heteroarylalkyl.

24. (Original) A compound according to claim 1 selected from:

5-(4-trifluoromethyl-1*H*-imidazol-2-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(1-benzyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(1-phenethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-pyridin-2-yl-thiophene-2-carboxylic acid hydroxyamide;

and corresponding *N*-oxides, pharmaceutically acceptable salts, solvates and prodrugs of such compounds.

25. (Original) A compound according to claim 1 selected from:

5-[1-(2,3-dihydro-benzo[1,4]dioxin-2-ylmethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide;

5-(5-phenethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-pyrimidin-2-yl-thiophene-2-carboxylic acid hydroxyamide;

5-(1-benzo[1,3]dioxol-5-ylmethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(1-phenethyl-5-trifluoromethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(4-benzyloxy-pyrimidin-2-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(2-phenethyl-3*H*-imidazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-[1-(5-*tert*-butyl-[1,2,4]oxadiazol-3-ylmethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[6-(2,2-dimethyl-propionylamino)-pyridin-2-ylmethyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-(5-phenylacetylamino-pyridin-2-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-(1-quinolin-2-ylmethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-[5-(2-benzyloxy-ethylamino)-pyridin-2-yl]-thiophene-2-carboxylic acid hydroxyamide;

5-{5-[(2,3-dihydro-benzo[1,4]dioxin-6-ylmethyl)-amino]-pyridin-2-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-{5-[(benzofuran-2-ylmethyl)-amino]-pyridin-2-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[2-(4-fluoro-benzyloxy)-ethyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-(1-phenylcarbamoylmethyl-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-[1-(quinolin-8-ylcarbamoylmethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[(4-fluoro-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[(4-oxazol-5-yl-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

quinoline-2-carboxylic acid {2-[3-(5-hydroxycarbamoyl-thiophen-2-yl)-pyrazol-1yl]-ethyl}-amide;

5-{1-[(2-morpholin-4-yl-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-(1-{[2-(1*H*-indol-3-yl)-ethylcarbamoyl]-methyl}-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[(2-fluoro-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-[1-quinolin-3-ylcarbamoylmethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide;

2-(5-hydroxycarbamoyl-thiophen-2-yl)-5-methyl-1*H*-imidazole-4-carboxylic acid phenethyl-amide;

2-(5-hydroxycarbamoyl-thiophen-2-yl)-5-methyl-1*H*-imidazole-4-carboxylic acid benzylamide;

5-(6-benzyloxymethyl-pyridin-2-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[1*H*-indol-7-ylcarbamoyl]-methyl}-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[(3-chloro-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-{1-[(3-methoxy-phenylcarbamoyl)-methyl]-1*H*-pyrazol-3-yl}-thiophene-2-carboxylic acid hydroxyamide;

5-[1-(1-oxy-quinolin-2-ylmethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide;

5-(1-{2-[(benzo[1,3]dioxol-5-ylmethyl)-amino]-ethyl}-1*H*-pyrazol-3-yl)-thiophene-2-carboxylic acid hydroxyamide;

5-[1-(2-benzylamino-ethyl)-1*H*-pyrazol-3-yl]-thiophene-2-carboxylic acid hydroxyamide; and corresponding *N*-oxides, pharmaceutically acceptable salts, solvates and prodrugs of such compounds.

26. (Currently amended) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier, any of claims 1 to 25, for use in therapy.

27. (Canceled)

28. (Currently amended) A method for treating a disease in a patient in which inhibition of histone deacetylase can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the patient a therapeutically effective amount of a compound according to claim 1. ~~any of claims 1 to 25~~.

29. (Currently amended) A method or use according to claim 27 ~~or 28~~ wherein said disease is a disease caused by increased cell proliferation.

30. (Currently amended) A method or use according to claim 27 ~~or 28~~ wherein said disease is cancer, psoriasis, fibroproliferative disorders, smooth muscle cell proliferation disorders, inflammatory diseases and conditions treatable by immune modulation, neurodegenerative disorders, diseases involving angiogenesis, fungal and parasitic infections and haematopoietic disorders.

31. (Currently amended) A method ~~or use~~ according to claim 27 ~~or 28~~ wherein said disease is liver fibrosis, arteriosclerosis, restenosis, rheumatoid arthritis, autoimmune diabetes, lupus, allergies, Huntington's disease, retinal diseases, protozoal infections, anaemia, sickle cell anaemia and thalassemia.

32. (Currently amended) A method ~~or use~~ according to claim 31 wherein said protozoal infection is malaria, toxoplasmosis or coccidiosis.

33. (Currently amended) A method ~~or use~~ according to claim 31 wherein said retinal disease is diabetic retinopathy, age-related macular degeneration, interstitial keratitis or rubeotic glaucoma.

34. (Currently amended) A method ~~or use~~ according to claim 27 ~~or 28~~ wherein said disease is congestive heart failure due to cardiomyocyte hypertrophy.